HUNTER GORDON
Form 4
December 21, 2005

FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNTER GORDON

(Last) (First) (Middle)

800 E. NORTHWEST HIGHWAY

(Street)

DES PLAINES, IL 60016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LITTELFUSE INC /DE [LFUS]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								8,020	D	
Common Stock								3,276	I	Deferred Compensation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Option (Right to Buy)	$ 7	12/20/2005		D [(1)](#)			12,000	11/07/2006 [(2)](#)	11/07/2013	Common Stock	1
Stock Option (Right to Buy)	$ 26.51	12/20/2005		A [(1)](#)		12,000		11/07/2006 [(2)](#)	11/07/2013	Common Stock	1
Stock Option (Right to Buy)	$ 23.48							06/14/2003	06/14/2017	Common Stock	5
Stock Option (Right to Buy)	$ 20.24							05/02/2004	05/02/2013	Common Stock	5
Stock Option (Right to Buy)	$ 28.08							11/07/2004	11/07/2013	Common Stock	3
Stock Option (Right to Buy)	$ 38.11							04/30/2005	04/30/2014	Common Stock	3
Stock Option (Right to Buy)	$ 31.8							01/18/2006	01/18/2015	Common Stock	2
Stock Option (Right to Buy)	$ 27.21							05/06/2006	05/06/2015	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER GORDON 800 E. NORTHWEST HIGHWAY DES PLAINES, IL 60016	X		Chairman, President & CEO	

Signatures

Gordon Hunter	12/20/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The remaining unexercised portion of an outstanding option was amended to increase exercise price to equal the fair market value of a share of the common stock on the amendment date resulting in the deemed cancellation of the amended portion of the option and grant of a replacement option. The option was originally granted on November 7, 2003.

(2) The reamining porition of the stock option vests annually in 4,000 share increments beginning with November 7, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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